

BLACK IRON INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED DECEMBER 31, 2023

Date: March 6, 2024

This Management Discussion and Analysis (“MD&A”) relates to the financial condition and results of operations of Black Iron Inc. together with its subsidiaries (collectively, “Black Iron” or the “Company”) as at and for the year ended December 31, 2023. This MD&A should be read in conjunction with the Company’s consolidated financial statements and related notes as at and for the year ended December 31, 2023. The consolidated financial statements and related notes of Black Iron have been prepared in accordance with International Financial Reporting Standards (“IFRS”). Unless otherwise noted, all references to currency in this MD&A are in U.S. dollars.

Certain information contained in the MD&A is forward-looking which involves risks and uncertainties. The forward-looking information is not based on historical facts, but is rather based on the current plans, objectives, goals, strategies, estimates, assumptions and projections about the Company’s industry, business and future financial results. Actual results could differ materially from the results contemplated by this forward-looking information due to a number of factors, including those set forth in this MD&A and under the “Cautionary Statement Regarding Forward Looking Information” and “Risk Factors” sections.

The MD&A was prepared in accordance with the requirements set out in National Instrument 51-102 — *Continuous Disclosure Obligations* of the Canadian Securities Administrators.

Matt Simpson, the Company’s Chief Executive Officer, is a “qualified person” as defined under National Instrument 43-101- *Standards of Disclosure for Mineral Projects* (“NI 43-101”) guidelines and has reviewed the scientific and technical information contained in this MD&A.

The audit committee of the board of directors of the Company has reviewed this MD&A and the consolidated financial statements for the year ended December 31, 2023, and Black Iron’s board of directors approved these documents prior to their release.

Overview

Black Iron was incorporated on June 29, 2010 pursuant to the provisions of the *Business Corporations Act* (Ontario). On October 25, 2010, Black Iron completed the acquisition of Geo-Alliance Ore East Ltd. (since renamed Black Iron (Cyprus) Ltd. (“BKI Cyprus”) which serves as an investment holding company for a Ukrainian subsidiary, Shymanivske Steel LLC (“Shymanivske”). Shymanivske holds an iron ore mining extraction permit (the “Permit”) over 2.56 square kilometers of land which has an expiry date of November 1, 2024 (the “Shymanivske Project” or the “Project”) but its expiration is extended by the period of Marshal law in Ukraine which came into force in February 2022. The Shymanivske Project is located near the city of Kryvyi Rih, in the Dnepropetrovsk Region of Ukraine near two large producing iron ore mines.

On December 14, 2017, Black Iron released its re-scoped Preliminary Economic Assessment (“PEA”), completed on the Project and subsequently amended it with a filing date of March 2, 2020. The re-scoped PEA is based on a two-phased build out of the mine and production plant with the first phase operation producing 4 million tonnes per year (“MTpa”) of ultra high-grade 68% iron concentrate expanding to 8MTpa starting in the fifth year of production. By phasing the build, the up-front construction costs of the Project are significantly reduced thus increasing the projected returns from the Project and making it easier to secure the financing required for construction. The Project exhibits compelling projected economics, as set forth in the PEA, due to its proximity to major infrastructure including, railway, electrical power and a deep-sea port coupled with a local highly skilled work force. The PEA is preliminary in nature, and it includes inferred mineral resources that are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as mineral reserves. The PEA is based on many assumptions that may not be achieved.

A long-term iron ore benchmark price of US\$61.88/t for products containing 62% iron was used in the re-scoped PEA and adjusted using the three-month average trailing spot iron premium of \$7.21 per 1% Fe above 62%. Since publishing the PEA, iron ore prices have substantially increased as spending on major infrastructure projects which entail a large consumption of steel and therefore iron ore continues to occur. There has also been a prominent shift in the iron ore market towards higher iron grade and forms of iron ore that recognizes the “value in use” of iron ore products. This shift has been driven primarily by Chinese steelmakers in a concerted effort to increase productivity, reduce costs and more importantly, reduce greenhouse gas emissions. As demand for higher quality feedstocks increases, premiums are expected to follow suit. It is generally agreed by industry experts that this trend will be sustainable in the longer term. Furthermore, a comparison of the published Platts 65% CFR North China composition for impurities and the Project’s expected concentrate was made. This comparison found that the Project’s expected concentrate is well within the Min-Max impurity range covered by the Platts benchmark suggesting that the Project’s expected concentrate is of a superior quality. Based on this pricing for a low impurity, premium 68% iron content product, the Project forecasts a pre-tax unlevered internal rate of return (“IRR”) of 40.5% and a net present value (“NPV”) of \$1,852 million, using a 10% discount rate. The after-tax unlevered IRR using this price and premium is 34.4% and NPV is \$1,442 million. Additional details on the re-scoped PEA can be found on the Company’s website (www.blackiron.com) and SEDAR (www.sedar.com).

Highlights

Black Iron completed the Ukrainian technical feasibility study required as part of its Investment Agreement application and submitted a draft of the proposed legally binding Investment Agreement to Ukraine’s Ministry of Economy for preliminary consultations during July 2023. The Investment Agreement includes transfer of lands required for the Shymanivske Project’s processing plant, tailings, and waste rock stock piles, upon the end of martial law (the “Land Transfer”).

The Investment Agreement is a relatively new Ukraine government initiative being led by the Ministry of Economy with the backing of the entire Cabinet of Ministers. There are many benefits for Black Iron to put an Investment Agreement in place, including most importantly having key Ministries in Ukraine’s government approve this contract to support the Land Transfer, its rezoning, lease, and general implementation of the Shymanivske Project. The Investment Agreement also provides for meaningful exemptions from import duties on mine and processing plant equipment purchased. It also allows the Company to apply for political risk insurance from the World Bank’s Multilateral Investment Guarantee Agency (“MIGA”), which may be a condition required by banks and larger investors for future construction financing.

Submission of Black Iron’s proposed Investment Agreement was a major undertaking that involved creation of a multi-hundred-page Ukraine feasibility study focused on the social and economic impacts of the Project, discussions with Ukraine’s government to ensure Black Iron qualifies to apply and obtaining updated letters of interest from investors proposing to fund future Project construction.

During December 2023, Black Iron received feedback from the Ministry of Economy that the legislation applicable to the Investment Agreement was being updated and all applications are on hold until the new legislation is finalized. Black Iron will be required to update and resubmit its Investment Agreement application to reflect the legislative changes. Subsequent to the Ministry of Economy’s review and support, the agreement will then be provided to Ukraine’s Cabinet of Ministers for approval to sign the legally binding Investment Agreement. As of the date of this MD&A, some of the required legislative changes are still pending.

Management continues to participate in conferences and events focused on funding the rebuilding of Ukraine as rebuilding will entail a tremendous amount of steel for which iron ore is the main input to produce. Discussions are also currently ongoing with companies and investors interested in the production of low carbon emission green steel that could potentially contribute to future construction of the Project.

As of writing, all of Black Iron’s team members are safe and contributing to Company initiatives as best as possible in light of the ongoing war in Ukraine.

Cargill Offtake Rights

On May 10, 2021, Black Iron announced that it has selected Cargill Incorporated (“Cargill”) for offtake rights on the initial four million tonnes per year of production from its Project for an initial ten-year period of time in exchange for providing a \$75 million finance facility to be used for project construction.

Subject to signing the negotiated binding offtake contract, Cargill will offtake the production and extend financing of \$75 million for the construction of the Project. Drawdown on this funding will be subject to certain conditions being met, as is customary for this type of transaction, mainly related to the Project being fully permitted and financed for construction. Based on the proposal agreed between Black Iron and Cargill (the “Proposal”), the offtake agreement will be for an initial term of ten years and will include a profit-sharing component which will align the interests of both parties and thereby generate a strong interdependent relationship of benefit to both parties. On the profit share, it is anticipated that Black Iron will receive 100% of the 65% iron content fines benchmark price and share with Cargill a portion of the incremental sale price of its 3% higher (68%) iron content and low impurity magnetite product.

The signing of a binding offtake contract is currently on hold pending the outcome of peace in Ukraine.

Outlook

On February 24, 2022, Russia invaded Ukraine, and as of the date hereof, this war is ongoing. The war has greatly increased the risk associated with investments in Ukraine and may have a material adverse effect on the Company’s ability to develop the Project.

Black Iron’s project is located near Kryviy Rih, Ukraine. Kryviy Rih is a city with a population of roughly 630,000 people located in the center of Ukraine, on the western side of the Dnieper River, and is where the majority of Ukraine’s iron ore mines are located and generally continue to operate. Fortunately, there has not been any active fighting on the ground in this city but there have been instances of missile attacks. Residents have good access to groceries, gasoline, and banks in the city are functioning normally.

Black Iron’s management is primarily focused on securing land essential for the construction of the Project, ensuring our permits remain in good standing and positioning the Company in front of investors interested to participate in the rebuilding of Ukraine. Regarding land transfer, two complementary approaches are being undertaken simultaneously. The first involves direct negotiations with Ukraine’s Ministry of Defence, who are using this land for training, and the second is to enter into a formal investment support agreement (the “Investment Agreement”) with Ukraine’s Cabinet of Ministers. The first route via the Ministry of Defence has proven difficult during this period of war given the Ministry’s main focus on fighting the war, coupled with frequent senior personnel changes. The secondary route of entering into an Investment Agreement is showing some promise although there can be no assurances of success given, as Black Iron understand to date, not a single investment agreement has been signed.

While management believes it is taking appropriate measures to support the sustainability of the Company’s business in the current circumstances, a continuation of the current business environment could negatively affect the Company’s results and financial position. It is unlikely that the Project will be viable absent the cessation of hostilities and the establishment of reliable rule of law in Ukraine.

Selected Quarterly Financial Information

Three months ended	December 31, 2023	September 30, 2023	June 30, 2023	March 31, 2023
Loss for the period	\$ 355,015	\$ 322,115	\$ 326,714	\$ 577,061
Total comprehensive loss	357,955	327,264	317,010	575,906
Loss per share	-	-	-	(0.01)

Three months ended	December 31, 2022	September 30, 2022	June 30, 2022	March 31, 2022
Loss for the period	\$ 382,559	\$ 384,957	\$ 460,558	\$ 2,212,123
Total comprehensive loss	412,024	487,487	541,532	2,171,621
Loss per share	-	-	-	(0.01)

Black Iron is an exploration and evaluation stage company and does not have any revenues. It is expected to incur losses in the development of its business due to its accounting policy to expense exploration & evaluation costs as well as for associated management and general administration.

Selected Annual Information

	2023	2022	2021
	\$	\$	\$
Net loss	1,580,905	3,440,197	5,827,489
Comprehensive loss	1,578,135	3,612,664	5,849,891
Loss per share, basic and diluted	(0.01)	(0.01)	(0.02)
Total assets	1,166,899	2,331,829	6,393,895

Results of Operations for the Company for the Three and Twelve Months Ended December 31, 2023

Selected Financial Information

	Three months ended December 31, 2023	Three months ended December 31, 2022	Year ended December 31, 2023	Year ended December 31, 2022
Loss for the period	\$ 355,015	\$ 382,477	\$ 1,580,905	\$ 3,440,197
Comprehensive loss for the period	357,955	411,942	1,578,135	3,612,664
Loss per share	-	-	(0.01)	(0.01)
General and administrative:				
Consulting and management fees	\$ 105,699	\$ 170,997	\$ 709,443	\$ 758,712
Professional fees	26,782	16,145	68,917	75,557
General office expenses	53,207	35,919	155,662	148,628
Travel expenses	2,063	(41)	2,063	3,754
Shareholder communications and filing fees	59,251	8,990	100,782	113,791
	\$ 247,002	\$ 232,010	\$ 1,036,867	\$ 1,100,442
Exploration and evaluation expenditures:				
Consulting and technical	\$ 68,367	\$ 71,303	\$ 287,085	\$ 587,156
Feasibility study	-	(17,119)	-	1,200,009
Surface rights and consulting	18,602	32,763	127,360	210,920
Field office support & administration	11,863	9,709	53,870	107,850
Professional fees	-	(277)	-	19,413
Environmental	-	(349)	-	24,464
	\$ 98,832	\$ 96,030	\$ 468,315	\$ 2,149,812
Non-cash:				
Stock-based compensation	\$ 12,069	\$ 28,057	\$ 102,355	\$ 225,315
	\$ 12,069	\$ 28,057	\$ 102,355	\$ 225,315

Expenses for the three months ended December 31, 2023

Consulting and Management Fees

The Company recorded consulting and management fees of \$105,699 during the three months ended December 31, 2023, compared to \$170,997 during the three months ended December 31, 2022. This decrease was primarily due to a reduction in consultants in 2023 to reduce monthly expenditures.

Non-Cash Items

No stock options were granted during the three months ended December 31, 2023 and no options were granted during the three months ended December 31, 2022. The vesting of stock options resulted in an expense during the three months ended December 31, 2023 of \$1,302 compared with \$21,566 during the three months ended December 31, 2022. The Company granted 244,792 deferred share units (“DSUs”) valued at \$10,767 during the three months ended December 31, 2023. The Company granted 183,594 DSUs during the three months ended December 31, 2022 valued at \$10,844.

Cash flows for the three months ended December 31, 2023

During the three months ended December 31, 2023, operating activities before working capital changes used cash of \$345,444 compared with a use of cash of \$354,512 during the three months ended December 31, 2022. Expenditures in the three months ended December 31, 2023 related to consulting and management fees for the

Shymanivske Project, technical work on the Shymanivske Project, and general office expenses, compared to expenditures during the three months ended December 31, 2022 which were also primarily related to consulting and management fees, technical work on the Shymanivske Project, and shareholder communications. Cash received from investing activities during the three months ended December 31, 2023 was \$2,569 for interest earned, compared to cash provided by investing activities during the three months ended December 31, 2022 of \$1,085. No cash was provided by financing activities in the three months ended December 31, 2023, compared to cash of \$2,327 provided by financing activities during the three months ended December 31, 2022

Expenses for the twelve months ended December 31, 2023

Consulting and Management Fees

The Company recorded consulting and management fees of \$709,443 during the twelve months ended December 31, 2023, compared to \$758,712 during the twelve months ended December 31, 2022. This decrease was primarily due to fewer consultants in 2023.

Professional Fees

The Company recorded professional fees of \$68,917 during the twelve months ended December 31, 2023, compared to \$75,557 during the twelve months ended December 31, 2022. Professional fees were higher in prior year due to increased legal and advisory fees in the prior period.

Shareholder Communication and Filing Fees

The Company recorded shareholder communication and filing fees of \$100,782 during the twelve months ended December 31, 2023, compared to \$113,791 during the twelve months ended December 31, 2022. This decrease was primarily due to lower filing fees and marketing costs in 2023 to preserve cash.

Exploration and Evaluation Expenditures

The Company recorded exploration and evaluation expenses of \$468,315 during the twelve months ended December 31, 2023 compared to \$2,149,812 in the prior year. This decrease was primarily due to no feasibility study costs in the current year, combined with lower consulting expenses, surface rights, field office and support expenses, environmental costs, and professional fees related to the Shymanivske Project due to the conflict in the Ukraine.

Non-Cash Items

700,000 stock options were granted during the twelve months ended December 31, 2023, compared to 2,125,000 granted during the twelve months ended December 31, 2022. The vesting of stock options resulted in an expense during the twelve months ended December 31, 2023 of \$59,056 compared with \$195,987 during the twelve months ended December 31, 2022. The Company granted 827,629 deferred share units (“DSUs”) valued at \$43,508 during the twelve months ended December 31, 2023. The Company granted 724,770 DSUs during the twelve months ended December 31, 2022 valued at \$50,336.

Cash flows for the twelve months ended December 31, 2023

During the twelve months ended December 31, 2023, operating activities before working capital changes used cash of \$1,503,044 compared with a use of cash of \$3,229,041 during the twelve months ended December 31, 2022. Expenditures in the twelve months ended December 31, 2023 related to consulting and management fees, technical work on the Shymanivske Project, and general office expenses, compared to expenditures during the twelve months ended December 31, 2022 which primarily were related to consulting and management fees, technical work on the Shymanivske Project, professional fees, general office expenses, and shareholder communications. Cash received from investing activities during the twelve months ended December 31, 2023 was \$26,545 for interest earned, compared to cash provided by investing activities during the twelve months ended December 31, 2022 of \$17,557. \$15,379 cash was provided by financing activities from warrants exercises for the twelve months ended December 31,

2023, compared to proceeds of \$36,229 primarily from options exercised during the twelve months ended December 31, 2022.

Liquidity and Capital Resources

The recovery of the amounts expended for resource properties are dependent on the ability of the Company to obtain necessary financing to complete the development of the Shymanivske Project or other potential projects and attain future profitable production. The Company's financial success will depend on its ability to raise financing to construct potential projects. At present, the Company has no established sources of income and the success of its exploration and development programs will be contingent upon the Company's ability to raise sufficient equity financing on terms favourable to the Company. The Company does not expect to generate any internal cash flows to help finance the development costs of the Shymanivske Project.

As at December 31, 2023, the Company had negative working capital of \$155,503 including cash and cash equivalents of \$1,099,337 (December 31, 2022 - \$2,263,511), compared with working capital of \$1,302,639 as at December 31, 2022. The Company's primary cash flow needs are for the development of its mining and exploration permits, administrative expenses and working capital. The Company will maintain its excess working capital in a combination of Canadian and U.S. dollars which will only be converted to Ukrainian Hryvnia as required. The Company maintains most of its cash reserves, including those of the Cyprus subsidiary, at a large reputable Canadian commercial bank in high-quality short-term deposits, cash equivalents or cash.

Operating Segments

The Company has concluded that it has only one material operating segment (the development of its Ukrainian mining and exploration permits) for financial reporting purposes.

Off-Balance Sheet Arrangements

There are no off-balance sheet arrangements, with the exception of operating leases noted below.

Financial Commitments, Contingencies and Litigation

Leases

The Company has two leases in Ukraine: 1) office space in Kryvyi Rih, Ukraine for an annual rent of approximately \$10,000 and 2) lease of a secure warehouse to store drill cores totaling 1,254 square meters for an annual rent including security fees of approximately \$6,600. Both leases may be terminated on 30 days' notice. As the leases are cancellable on 30 days' notice, they did not meet the requirements of IFRS 16 to be capitalized.

Management Contracts

The Company is party to certain management contracts. These contracts require payments of approximately \$1.2 million to the officers of the Company upon the occurrence of a change in control of the Company, as such term is defined by each officer's respective consulting agreement. The Company is also committed to payments upon termination of approximately \$386,000 pursuant to the terms of these contracts.

Contract commitment

The Company has a contract with financial advisors that contains a commitment for five months for a fee of \$100,000 and a success fee formula on consummation of a transaction that is in line with market.

Related Party Transactions

Key management personnel compensation

In addition to their contracted fees, executive officers participate in the Company's stock option program and are entitled to participate in the share compensation plan. The Company also has a DSU plan which provides non-executive directors with the ability to redeem annual director compensation through the issuance of common shares of the Company. Certain executive officers are subject to mutual termination notices ranging from three to twelve months. Key management personnel compensation paid comprised:

	Year ended December 31, 2023	Year ended December 31, 2022
Short term employee benefits	\$ 448,685	\$ 659,250
Termination payments	222,949	-
Share-based payments	127,807	121,745
	\$ 799,441	\$ 780,995

Officers and directors had 1,100,000 options vest during the year ended December 31, 2023 (850,000 for the year ended December 31, 2022).

The Company is party to certain management contracts. These contracts require payments of approximately \$1.2 million upon the occurrence of a change in control of the Company, as defined by each officer's respective consulting agreement. The Company is also committed to payments upon termination of approximately \$386,000 pursuant to the terms of these contracts. As triggering events have not yet taken place, no amounts have been provided for these items.

As at December 31, 2023, the Company had \$7,596 (December 31, 2022 - \$814,348) owing to its key management personnel. Such amounts are unsecured, non-interest bearing, with no fixed terms of payment and are due on demand.

These transactions, occurring in the normal course of operations, are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

Critical Judgments and Estimation Uncertainties:

The preparation of consolidated financial statements in conformity with IFRS requires the Company's management to make judgments, estimates and assumptions about future events that affect the amounts reported in the condensed consolidated financial statements and related notes to the financial statements. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results may differ from those estimates and these differences could be material.

(a) Significant judgments in applying accounting policies

The areas which require management to make significant judgments in applying the Company's accounting policies in determining carrying values include, but are not limited to:

(i) Income taxes and recoverability of potential deferred tax assets

In assessing the probability of realizing income tax assets recognized, management makes estimates related to expectations of future taxable income, applicable tax planning opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified. Estimates of future taxable income are based on forecasted cash flows from operations and the application of existing tax laws in each jurisdiction. The Company considers whether relevant tax planning opportunities are within the Company's control, are feasible and are within management's ability to implement. Examination by applicable tax authorities is supported based on individual facts and circumstances of the relevant tax position examined in light of all available evidence. Where applicable tax laws and regulations are either unclear or

subject to ongoing varying interpretations, it is reasonably possible that changes in these estimates can occur that materially affect the amounts of income tax assets recognized. Also, future changes in tax laws could limit the Company from realizing the tax benefits from the deferred tax assets. The Company reassesses unrecognized income tax assets at each reporting period.

(ii) Contingencies and estimates

By their nature, contingencies will only be resolved when one or more future events occur or fail to occur. The assessment of contingencies inherently involves the exercise of significant judgment and estimates of the outcome of future events.

Certain contingencies also exist in the Company's assessment of its ability to continue as a going concern and require the exercise of significant judgement by management to assess the ability of the Company to continue as a going concern.

(b) Significant accounting estimates and assumptions

The areas which require management to make significant estimates and assumptions in determining carrying values include, but are not limited to:

(i) Mineral resource estimates

The figures for mineral resources are determined in accordance with NI 43-101, issued by the Canadian Securities Administrators. There are numerous uncertainties inherent in estimating mineral reserves and mineral resources, including many factors beyond the Company's control. Such estimation is a subjective process, and the accuracy of any mineral reserve or mineral resource estimate is a function of the quantity and quality of available data and of the assumptions made and judgments used in engineering and geological interpretation. Differences between management's assumptions including economic assumptions such as metal prices and market conditions could have a material effect in the future on the Company's financial position and results of operation.

(ii) Share-based payments and warrants

Management determines costs for share-based payments and the fair value of shares and warrants held for sale using market-based valuation techniques. The fair value of the market-based and performance-based share awards or shares and warrants held for sale are determined at the date of grant or each reporting date using generally accepted valuation techniques. Assumptions are made, and judgment used in applying valuation techniques. These assumptions and judgments include estimating the future volatility of the stock price, expected dividend yield, future employee turnover rates and future employee stock option exercise behaviors and corporate performance. Changes in these assumptions affect the fair value estimates.

(iii) Functional currency

Functional currency is the currency of the primary economic environment in which the Company and each of its subsidiaries operate. If indicators of the primary economic environment are mixed, then management uses its judgement to determine the functional currency that most faithfully represents the economic effect of underlying transactions, events and conditions.

Significant Accounting Policies

The consolidated financial statements were prepared using the same accounting policies and methods as those used in the Company's consolidated financial statements for the year ended December 31, 2023.

Disclosure Controls and Procedures

Management of the Company is responsible for establishing and maintaining disclosure controls and procedures. Management has designed such disclosure controls and procedures, or caused them to be designed under its supervision, to provide reasonable assurance that material information relating to the Company, including its consolidated subsidiaries, is made known to the Chief Executive Officer and the Chief Financial Officer by others within those entities.

Black Iron's CEO and CFO have certified that they have designed disclosure controls and procedures (or caused them to be designed under their supervision) and they are operating effectively to provide reasonable assurance that material information relating to the issuer and its consolidated subsidiaries is made known to them by others within those entities as of December 31, 2023.

Internal Control over Financial Reporting

Black Iron's management, including the CEO and CFO, is responsible for establishing and maintaining adequate internal control over financial reporting ("ICFR"). Under their supervision, the Company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. The Company's internal control over financial reporting includes policies and procedures that:

- Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions, acquisitions and dispositions of the assets of the Company; and
- Provide reasonable assurance regarding the prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the annual or interim financial statements.

The CEO and CFO have certified that internal controls over financial reporting have been designed and are operating effectively to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS as at December 31, 2023. Management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission on Internal Control 2013 ("COSO 2013") Framework to design the Company's internal control over financial reporting.

There were no changes in the Company's ICFR that have occurred during the period beginning on January 1, 2023 and ended on December 31, 2023 that have materially affected or is reasonably likely to materially affect the Company's internal control over financial reporting.

Limitations of Controls and Procedures

The Company's management, including the Chief Executive Officer and Chief Financial Officer, believe that disclosure controls and procedures and internal control over financial reporting, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, they cannot provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been prevented or detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple errors or mistakes. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by unauthorized override of the controls. The design of any control system also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Accordingly, because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

Risk Factors

Investing in the Company involves risks that should be carefully considered. The business of the Company is speculative due to the high-risk nature of iron ore mining and exploration in Ukraine. Investors should be aware that there are various risks, that could have a material adverse effect on, among other things, title to the projects, permitting, the operating results, earnings, business and condition (financial or otherwise) of the Company. For a listing of risk factors, investors should refer to the Company's Annual Information Form filed on SEDAR.

Additional Information and Continuous Disclosure

Additional information, including the Company's press releases, has been filed electronically through the System for Electronic Document Analysis and Retrieval ("SEDAR") at www.sedar.com.

Outstanding Share Data

As at the date of this MD&A, the Company has:

- a) 304,126,688 common shares outstanding.
- b) 10,432,500 stock options outstanding with expiry dates ranging from October 18, 2024 to August 10, 2028 with exercise prices ranging from CAD\$0.07 to CAD\$0.48. If exercised, 10,432,500 shares would be issued for proceeds of CAD\$1,373,713.
- c) 3,384,991 warrants outstanding with an expiry date of April 24, 2024 with an exercise price of CAD\$0.08. If exercised, 3,384,991 shares would be issued for proceeds of CAD\$270,799.
- d) 10,878,453 DSUs outstanding with no fixed expiry.

Cautionary Statement Regarding Forward-Looking Information

Except for statements of historical fact relating to Black Iron, certain information contained herein constitutes forward-looking information. Forward-looking information is based on what management believes to be reasonable assumptions, opinions and estimates of the date such statements are made based on information available to them at that time, including those factors discussed in the section entitled "Risk Factors" in the Company's most recent annual information form or as may be identified in the Company's public disclosure from time to time, as filed under the Company's profile on SEDAR at www.sedar.com. Forward-looking information may include, but is not limited to, statements with respect to the Shymanivske Project, the Updated Feasibility Study and timing of delivery thereof, the PEA, expected economic forecasts and the economic viability of the PEA the Company's ability to obtain the requisite land rights for the Shymanivske Project, meetings and negotiations with the Ukrainian government, the Investment Agreement, application for political risk insurance, prices of commodities, the outlook on demand for iron ore in China, performance of the Company's securities, geo-political situation in Ukraine and Russia, the impact of COVID-19, the Company's ability to obtain adequate funding, negotiations with Cargill with respect to the definitive offtake agreement, negotiations with respect to a royalty financing and future plans for the Company's development. Generally, forward looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking information, including but not limited to: general business, economic, competitive, geopolitical and social uncertainties, environmental and emission concerns, the actual results of current exploration activities; other risks of the mining industry and the risks described in the annual information form of the Company. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward looking information. The Company does not undertake to update any forward-looking information, except in accordance with applicable securities laws.